

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re

CRABTREE & EVELYN, LTD.,

Debtor.

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: Chapter 11
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: Case No. 09-14267 (BRL)
:
:
X

**ORDER PURSUANT TO SECTIONS 365(a) AND 554(a) OF
THE BANKRUPTCY CODE AND BANKRUPTCY RULES
6006, 6007 AND 9014 AUTHORIZING THE DEBTOR TO REJECT
CERTAIN UNEXPIRED LEASES OF NONRESIDENTIAL REAL PROPERTY AND
TO ABANDON PERSONAL PROPERTY**

Upon the amended motion, dated July 9, 2009 (the “Motion”),¹ of Crabtree & Evelyn, Ltd., as debtor and debtor in possession (the “Debtor”),² for authorization to reject those certain unexpired leases identified on Exhibit A attached hereto (the “Leases”) and abandon the Abandoned Property pursuant to sections 365(a) and 554(a) of title 11 of the United States Code (the “Bankruptcy Code”) and Rules 6006, 6007 and 9014 of the Federal Rules of Bankruptcy Procedure as more fully set forth in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334 and the Standing Order of Referral of Cases to Bankruptcy Judges of the District Court for the Southern District of New York, dated July 19, 1984 (Ward, Acting C.J.); and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided to (i) the Office of the United States Trustee for the Southern

¹ Capitalized terms used but not defined herein shall have the respective meanings ascribed to them in the Motion.

² The last four digits of the Debtor’s federal tax identification number are 1685.

District of New York (Attn: Serene Nakano, Esq.), (ii) SilvermanAcampora LLP, 100 Jericho Quadrangle, Suite 300, Jericho, New York 11753 (Attn: Ronald J. Friedman, Esq.) as counsel for Kuala Lumpur Kepong Berhad, (iii) the Debtor's 40 largest unsecured creditors, (iv) the lease counterparties identified on Exhibit A to the Motion, and (v) parties in interest who have filed notices of appearance in this case, and it appearing that no other or further notice need be provided; and the Court having determined that the relief requested in the Motion being in the best interests of the Debtor, its creditors, and all parties in interest; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED that the Motion is granted to the extent provided herein; and it is further

ORDERED that, pursuant to section 365(a) of the Bankruptcy Code, the Debtor is authorized to reject each of the Leases listed on Exhibit A hereto; and it is further

ORDERED that each Lease rejection is effective as of the respective date listed on Exhibit A hereto (the "Rejection Date"); and it is further

ORDERED that all claims for damages arising as a result of the rejection of the Leases shall be filed by the later of (a) thirty (30) days following entry of this Order, or (b) the applicable bar date to be subsequently established in this case, or be forever barred from doing so; and it is further

ORDERED that, pursuant to section 554(a) of the Bankruptcy Code, the Debtor is authorized to abandon any personal property, furniture, fixtures, and/or equipment remaining at the Premises (as set forth on Exhibit A hereto) to the Landlords for the Leases, and the Landlords

for the Leases may dispose of such Abandoned Property without liability to third parties claiming an interest in such Abandoned Property; and it is further

ORDERED that the Debtor shall serve a copy of this Order on all counterparties to the Leases and/or their respective attorneys (if known) within three (3) days of entry of this Order; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation and/or enforcement of this Order; and it is further

ORDERED that notice of the Motion as provided herein shall be deemed good and sufficient notice of such Motion.

Dated: July 29, 2009
New York, New York

/s/Burton R. Lifland
HONORABLE BURTON R. LIFLAND
UNITED STATES BANKRUPTCY JUDGE

Exhibit A
LEASES

<u>Landlord</u>	<u>Landlord Address</u>	<u>Property Location</u>	<u>Rejection Date</u>	<u>Property Proposed to be Abandoned</u>
Simon	Copley Place Associates LLC c/o Simon Property Group 225 W. Washington Street Indianapolis, IN 46204-3438	STORE #4-Copley Place Copley Place 100 Huntington Avenue, G15 Boston, MA 2116	July 31, 2009	FF&E
Macerich	Macerich Northwestern Associates c/o Center Manager Broadway Plaza Shopping Center 1275 Broadway Plaza Walnut Creek, CA 94596	STORE #24-Broadway Plaza Broadway Plaza Shopping Center 24 Broadway Lane Walnut Creek, CA 94596	July 31, 2009	FF&E
Simon	Southdale Limited Partnership 1300 Wilson Boulevard, Suite 400 Arlington, VA 22209 Attn: Real Estate General Counsel	STORE #25-Southdale Southdale Shopping Center, Space 1680 Edina, MN 55435	July 31, 2009	FF&E
General Growth	GGP Ala Moana, LLC 110 North Wacker Drive Chicago, IL 60606 Attn: General Counsel	STORE #31-Alamoana Ala Moana Center 1450 Ala Moana Blvd. #1128 Honolulu, HI 96814	July 31, 2009	FF&E
Boston Properties	Embarcadero Center Associates c/o Boston Properties Limited Partnership, Prudential Center, 800 Boylston Street, Suite 1900 Boston, MA 02199-8103	STORE #55-Embarcadero Two Embarcadero Center San Francisco, CA 94111	July 31, 2009	FF&E
General Growth	Bridgewater Commons Mall II, LLC c/o General Counsel 10275 Little Patuxent Parkway Columbia, MD 21044	STORE #67-Bridgewater Bridgewater Commons Mall 400 Commons Way, Suite #125 Bridgewater, NJ 8807	July 31, 2009	FF&E
Simon	King of Prussia Associates c/o Kravco Simon Company P.O. Box 1528 King of Prussia, PA 19406	STORE #117-King Prussia Court at King of Prussia 321 Mall Boulevard. Space 1096 King of Prussia, PA 19406	July 31, 2009	FF&E

<u>Landlord</u>	<u>Landlord Address</u>	<u>Property Location</u>	<u>Rejection Date</u>	<u>Property Proposed to be Abandoned</u>
Liberty Place	Liberty Place Retail Associates, LP 1625 Chestnut Street Philadelphia, PA 19103 Attn: General Manager	STORE #119-Liberty Place The Shops at Liberty Place 1625 Chestnut Street, #113 Philadelphia, PA 19103	July 31, 2009	FF&E
General Growth	Rouse SI Shopping Center, LLC c/o General Growth Properties, Inc. Columbia Regional Office 10275 Little Patuxent Parkway, Columbia, MD 21044 Attn: Law/Leasing and Operations	STORE #144-Staten Island Staten Island Mall 2655 Richmond Avenue Staten Island, NY 10314	July 31, 2009	FF&E
Westfield	Old Orchard Urban Limited Partnership c/o Westfield Corporation, Inc. 11601 Wilshire Boulevard, 12th Floor Los Angeles, CA 90025 Attn: Legal Department	STORE #147-Old Orchard Old Orchard Shopping Center, F82 Skokie, IL 60077	July 31, 2009	FF&E
Brooks, Torrey	Brooks, Torrey & Scott, Inc. 542 Westport Avenue Norwalk, CT 06851	STORE #148-Brooks Corner Brooks Corner 136 Main Street Westport, CT 6880	July 31, 2009	FF&E
Simon	SPG Center, LLC c/o M.S. Management Associates Inc. 225 West Washington, Indianapolis, IN 46204	STORE #154-Palo Alto Stanford Shopping Center Kiosk Space 4B Palo Alto, CA 94304	July 31, 2009	FF&E
CBL & Assoc.	JG Winston-Salem LLC 25425 Center Ridge Road Cleveland, OH 44145	STORE #172-Hanes Mall Hanes Mall, Suite 1140 Silas Creek Parkway & Stratford Road Winston-Salem, NC 27103	July 31, 2009	FF&E
CBL & Assoc.	CBL/Park Plaza Mall, LLC c/o CBL & Associates Management, Inc., as agent for Park Plaza Mall CBL Center, Suite 500, 2030 Hamilton Place Boulevard, Chattanooga, TN 37421-6000	STORE #186-Park Plaza Mall 6000 West Markham Street, Suite 3126 Little Rock, AR 72205	July 31, 2009	FF&E

<u>Landlord</u>	<u>Landlord Address</u>	<u>Property Location</u>	<u>Rejection Date</u>	<u>Property Proposed to be Abandoned</u>
Forest City	Stonecrest Mall SPE, LLC c/o Forest City Enterprises, Inc. Terminal Tower, Suite 1160, 50 Public Square Cleveland, OH 44113 Attn: General Counsel	STORE #197-Mall @ Stonecrest The Mall at Stonecrest, Suite 2270 2929 Turner Hill Road Lithonia, GA 30038	July 31, 2009	FF&E
General Growth	Southpoint Mall, LLC c/o General Growth Properties, Inc. Columbia Regional Office 10275 Little Patuxent Parkway Columbia, MD 21044 Attn: Law/Leasing and Operations	STORE #199-Southpoint The Streets at Southpoint 6910 Fayetteville Road, Suite 170 Durham, NC 27713	July 31, 2009	FF&E
Westfield	Westfield Garden State Plaza Limited Partnership c/o Westfield Corporation, Inc. 11601 Wilshire Blvd., 12th Floor Los Angeles, CA 90025 Attn: General Counsel	STORE #204-Garden State Plaza Garden State Plaza, Suite 2166 Routes 4 and 17 Paramus, NJ 7652	July 31, 2009	FF&E
Simon	Southpark Mall Limited Partnership c/o Urban Retail Properties Co., SouthPark Mall, 4400 Sharon Road Charlotte, NC 28211	STORE #210-Southpark South Park Mall 4400 Sharon Road Charlotte, NC 28211	July 31, 2009	FF&E
General Growth	Merrick Park, LLC c/o General Growth Properties, Inc. Columbia Regional Office, 10275 Little Patuxent Parkway, Columbia, MD 21044 Attn: Law/Leasing and Operations	STORE #212-Merrick Park The Village of Merrick Park 320 San Lorenzo Avenue, Unit #2327 Coral Gables, FL 33146	July 31, 2009	FF&E
General Growth	Alderwood Mall c/o Alderwood Mall, LLC 110 N. Wacker Drive Chicago, IL 60606 Attn: Law/Lease Administration Department	STORE #223-Alderwood 3000 194th St. S.W. Lynnwood, WA 98037	July 31, 2009	FF&E
Forest City	Rancho Mall, LLC Terminal Tower, 50 Public Square, Suite 1100 Cleveland, OH 44113-2267	STORE #233-Victoria Gardens Victoria Gardens 7835 Kew Ave. Rancho Cucamonga, CA 91739	July 31, 2009	FF&E

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CPG Partnership LLP	CPG Partners, LP c/o Chelsea Property Group, Inc. 105 Eisenhower Parkway Roseland, NJ 07068 Attn: Director of Lease Administration	STORE #237-Rio Grande Valley Outlet 5001 E Expressway 83, Space 0600E Mercedes, TX 78570	July 31, 2009	FF&E
Turnberry	Turnberry/Centra Sub, LLC c/o Turnberry Associates 19501 Biscayne Boulevard, Suite 400 Aventura, FL 33180 Attn: Legal Department/ Leasing Attorney	STORE #239-Las Vegas Town Square 6659 Las Vegas Blvd., South, Suite 108 Las Vegas, NV 89119	July 31, 2009	FF&E
Anderson	AD Pembroke Land Company, LLC c/o Jeffrey R. Anderson Real Estate, Inc. Rookwood Tower, 3805 Edwards Road, Suite 700 Cincinnati, OH 45209	STORE #242-Pembroke Gardens 318 SW 145th Terrace Pembroke Pines, FL 33027	July 31, 2009	FF&E
Cousins	CF Murfreesboro Associates c/o Cousins Properties Incorporated Attn: Corporate Secretary 191 Peachtree Street NE, Suite 3600 Atlanta, GA 30303-1740	STORE #244-Murfreesboro 2615 Medical Center Parkway, Suite 2035 Murfreesboro, TN 37129	July 31, 2009	FF&E
Opus	Huntsville Shores, LLC c/o O & S Holdings, LLC 3130 Wilshire Boulevard, 2nd Floor Santa Monica, CA 90403 Attn: Mr. Gary M. Safady	STORE #245-Bridge Street 350 The Bridge Street, Suite 104 Huntsville, AL 35806	July 31, 2009	FF&E
Macerich	Macerich Northwestern Associates, d/b/a Broadway Plaza 1275 Broadway Plaza Walnut Creek, CA 94596 Attn: Property Management	STORE #24 - STORAGE UNIT	July 31, 2009	FF&E
Edina Mini-Storage	Edina Mini-Storage 7225 Bush Lake Road Edina, MN 55439	STORE #25 - STORAGE UNIT	July 31, 2009	FF&E
General Growth	GGP Ala Moana, LLC 110 North Wacker Drive Chicago, IL 60606 Attn: General Counsel	STORE #31 - STORAGE UNIT	July 31, 2009	FF&E

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Boston Properties	Embarcadero Center Associates Four Embarcadero Center, Lobby Level, Suite One, San Francisco, CA 94111 Attn: Robert Pester	STORE #55 - STORAGE UNIT	July 31, 2009	FF&E
Somerset Self Storage	Somerset Self Storage 22 Van Veghten Bridgewater, NJ 08807	STORE #67 - STORAGE UNIT	July 31, 2009	FF&E
Simon	King of Prussia Associates c/o Kravco Simon Company, P.O. Box 1528 King of Prussia, PA 19406	STORE #117 - STORAGE UNIT	July 31, 2009	FF&E
Liberty Place	Liberty Place Retail Associates, LP 1625 Chestnut Street Philadelphia, PA 19103 Attn: General Manager	STORE #119 - STORAGE UNIT	July 31, 2009	FF&E
Extra Space Storage	Extra Space Storage, Staten Island Arden Avenue 7 Arden Avenue Staten Island, NY 10312	STORE #144 - STORAGE UNIT	July 31, 2009	FF&E
Westfield	Westfield Corporation, Inc. 11601 Wilshire Boulevard, 12th Floor Los Angeles, CA 900025 Attn: Operations Manager	STORE #147 - STORAGE UNIT	July 31, 2009	FF&E
CBL & Assoc.	JG Winston Salem LLC c/o CBL Associates Inc. 3320 Silas Creek Parkway, #264 Winston-Salem, NC 27103-3032	STORE #172 - STORAGE UNIT	July 31, 2009	FF&E
People Self Storage	People Self Storage – Lithonia 7703 Conyers Street Lithonia, GA 30058	STORE #197 - STORAGE UNIT	July 31, 2009	FF&E
Ample Storage	Ample Storage 4315 Garrett Road Durham, NC 27707	STORE #199 - STORAGE UNIT	July 31, 2009	FF&E
Westfield	Westfield Corporation, Inc. 11601 Wilshire Boulevard, 12th Floor Los Angeles, CA 900025 Attn: Operations Manager	STORE #204 - STORAGE UNIT	July 31, 2009	FF&E

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Public Storage	Public Storage 4555 South Boulevard Charlotte, NC 28209	STORE #210 - STORAGE UNIT	July 31, 2009	FF&E
General Growth	Merrick Park LLC 358 San Lorenzo Avenue, Suite 3000 Coral Gables, FL 33134	STORE #212 - STORAGE UNIT	July 31, 2009	FF&E
Best Little Warehouse	Best Little Warehouse in TX 802 E. Expressway 83, Suite A Weslaco, TX 78596	STORE #237 - STORAGE UNIT	July 31, 2009	FF&E
Epic Storage	Epic Storage @ Warm Springs 6545 W Warm Springs Road Las Vegas, NV 89118	STORE #239 - STORAGE UNIT	July 31, 2009	FF&E